

RECORDATION NO.

14993-L
FILED

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JUN 08 '05

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 8, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Sublease and Release of Sublease Assignment, dated as of June 7, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Sublease and Assignment previously filed with the Board under Recordation Number 14993-I.

The names and addresses of the parties to the enclosed document are:

Sublessor: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

Successor Trustee: US Bank National Association (not in its
individual capacity, but solely as trustee)
225 Franklin Street
Boston, Massachusetts 02110

Mr. Vernon A. Williams
June 8, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

13 locomotives: PRR 8200 - PRR 8212.

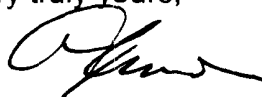
A short summary of the document to appear in the index is:

Notice of Termination of Sublease and Release of Sublease Assignment.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

NOTICE OF TERMINATION OF SUBLEASE AND RELEASE OF SUBLEASE
ASSIGNMENT

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor, and PRR Newco Inc., Sublessee, publish this notice that the sublease described in the Memorandum of Sublease and Assignment PRR-L581 (the "Memorandum"), among Consolidated Rail Corporation, Sublessor, PRR Newco Inc., Sublessee, and Norfolk Southern Railway Company, Guarantor, has been terminated.

The Memorandum was originally filed with the Surface Transportation Board on August 20, 2004 under Recordation Number 14993-I and covers the locomotives listed therein:

The Memorandum also recites that the sublease was assigned to U.S. Bank National Association, not in its individual capacity but solely as Trustee ("Senior Lessor") as security for Sublessor's obligations under a senior lease. Senior Lessor hereby releases its rights under the assignment and all of its rights, obligations, and security interests in the sublease.

IN WITNESS WHEREOF, Consolidated Rail Corporation, ~~PRR Newco Inc.~~ and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 7th day of June, 2005.

Consolidated Rail Corporation,
Sublessor

By: Joseph W. Rogers
Name: JOSEPH W. ROGERS
Title: CHIEF FINANCIAL OFFICER & CORPORATE TREASURER

~~PRR Newco Inc., Sublessee~~

By: _____
Name: _____
Title: _____

U.S. Bank National Association, not
in its individual capacity but solely as
Trustee, Senior Lessor

By: _____
Name: _____
Title: _____

RECORDATION NO. 14993-L FILED

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SURFACE TRANSPORTATION BOARD

**NOTICE OF TERMINATION OF SUBLEASE AND RELEASE OF SUBLEASE
ASSIGNMENT**

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor, and PRR Newco Inc., Sublessee, publish this notice, and each of them hereby acknowledges and confirms, that the sublease described in the Memorandum of Sublease and Assignment PRR-L581 (the "Memorandum"), among Consolidated Rail Corporation, Sublessor, PRR Newco Inc., Sublessee, and Norfolk Southern Railway Company, Guarantor, has been terminated.

The Memorandum was originally filed with the Surface Transportation Board on August 20, 2004 under Recordation Number 14993-1 and covers the locomotives listed therein.

The Memorandum also recites that the sublease was assigned to U.S. Bank National Association, not in its individual capacity but solely as Trustee ("Senior Lessor") as security for Sublessor's obligations under a senior lease. Senior Lessor hereby releases its rights under the assignment and all of its rights, obligations, and security interests in the sublease.

IN WITNESS WHEREOF, Consolidated Rail Corporation, ~~PRR Newco Inc.~~ and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 7th day of June, 2005.

Consolidated Rail Corporation,
Sublessor

By: _____
Name: _____
Title: _____

~~PRR Newco Inc., Sublessee~~

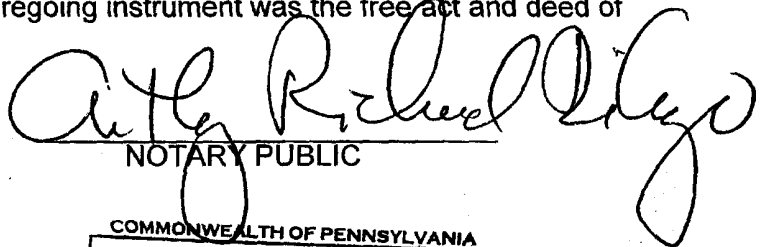
~~By: _____
Name: _____
Title: _____~~

U.S. Bank National Association, not
in its individual capacity but solely as
Trustee, Senior Lessor

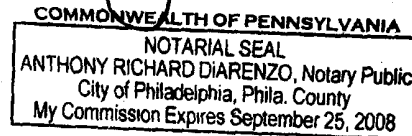
By:  _____
Name: Donald E. Smith
Title: Vice President

STATE OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA)

On this 7th day of JUNE, 2005, before me personally appeared JOSEPH W. ROGERS, to me personally known, who, being by me duly sworn, said that he/she is CFO + CORPORATE TREASURER of Consolidated Rail Corporation, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.


NOTARY PUBLIC

My commission expires:



COMMONWEALTH OF MASSACHUSETTS)
) ss:
COUNTY OF SUFFOLK)

On this 7th day of June, 2005, before me personally appeared Donald E. Smith, to me personally known, who, being by me duly sworn, says that he is a Vice President of U.S. Bank National Association, that he is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

My commission expires:

2/1/08


NOTARY PUBLIC



SCHEDULE 14993-I

Description: C39-8 Locomotive Units

Count	Original Unit Number	Re-stenciled Unit Number
1	6000	PRR 8200
2	6003	PRR 8201
3	6004	PRR 8202
4	6006	PRR 8203
5	6007	PRR 8204
6	6010	PRR 8205
7	6011	PRR 8206
8	6012	PRR 8207
9	6014	PRR 8208
10	6015	PRR 8209
11	6016	PRR 8210
12	6017	PRR 8211
13	6021	PRR 8212
13 Total Units		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/8/05



Robert W. Alvord